

EXHIBIT 137

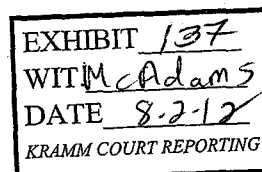
From: Lori McAdams <lmcadams@pixar.com>
Sent: Monday, April 16, 2007 6:33 PM
To: Marjorie Randolph [REDACTED]
Subject: Lucas gentleman's agmt. FYI
Attach: Lucasfilm candidates2.05.doc

Hi Marge,

Here's something I wrote up for Ed a couple of years ago on the LFL relationship so you have it handy. I can provide you lots of examples of our following this procedure if it's helpful. Most the time the situation is people leaving Lucas for Pixar, but we've had a few leave us over the past couple of years to go to ILM/Lucasfilm Animation as well.

Good luck!!

--Lori
510-922-3564



137.1

Lucasfilm candidate process
2.11.05

Our gentleman's agreement with the Lucas companies has been as follows:

- When we receive a resume and/or reel from a current Lucasfilm employee, our Recruiting team reviews it and if we feel they are qualified for an open position, we contact the candidate, usually by phone. (Many of our Lucas candidates come through Pixar employee referrals since it's a small world here in Northern California.) HR/Recruiting never solicits Lucas employees ourselves.
- In that initial phone conversation, we let the candidate know that we will consider them, but if it should turn out that we want to make them an offer, they will need to notify their manager at Lucasfilm, and we will follow up with a phone call to Lucasfilm HR (or in some cases particular senior managers) to let them know we have made an offer to the candidate. We let the candidates know this up front because if they are apprehensive about this process, we don't want to waste their time or ours in interviewing them.
- If the candidate wishes to be considered, we then put them through our regular interview process and make a decision on whether or not we want to extend an offer.
- When an offer is made, we ask the Lucasfilm employee to notify their manager and then we follow up with a call to Lucasfilm HR (Sharon Coker), and/or in many cases, Colum Slevin, Dir. of CG at ILM (since most the candidates are from ILM), or Gail Currey at Lucasfilm Animation.
- Once we have had the conversation with LFL, we never counter if the candidate comes back to us with a better offer from Lucasfilm.

LMcAdams

CONFIDENTIAL

137.8

PIX00003975